

Andrew Zollinger, State Bar No. 24063944
andrew.zollinger@dlapiper.com
DLA Piper LLP (US)
1717 Main Street, Suite 4600
Dallas, Texas 75201-4629
Telephone: (214) 743-4500
Facsimile: (214) 743-4545

Counsel For The Debtors

Thomas R. Califano (admitted *pro hac vice*)
Dienna Corrado (admitted *pro hac vice*)
thomas.califano@dlapiper.com
dienna.corrado@dlapiper.com
DLA Piper LLP (US)
1251 Avenue of the Americas
New York, New York 10020-1104
Telephone: (212) 335-4500
Facsimile: (212) 335-4501

Daniel M. Simon (admitted *pro hac vice*)
daniel.simon@dlapiper.com
DLA Piper LLP (US)
One Atlantic Center
1201 West Peachtree Street, Suite 2800
Atlanta, Georgia 30309
Telephone: (404) 736-7800
Facsimile: (404) 682-7800

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re: § Chapter 11
4 West Holdings, Inc. *et al.*,¹ § Case No. 18-30777 (HDH)
§
§ Debtors. § (Jointly Administered)

4 WEST HOLDINGS, INC. et al.,² §
Plaintiffs, § ADV. PRO. _____
v. §
OMEGA HEALTHCARE INVESTORS, INC. §
et al.,³ §
Defendants. §

¹ A list of the Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, is attached hereto as **Exhibit A**.

² A list of the Plaintiffs in these adversary proceeding is attached hereto as **Exhibit B**.

³ A list of the Defendants in these adversary proceeding is attached hereto as **Exhibit C**.

[PROPOSED] ORDER GRANTING PLAINTIFFS'
MOTION FOR SUMMARY JUDGMENT

Upon the Motion for Summary Judgment (the “Motion”)⁴ of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order pursuant to Rule 7056 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), declaring that that certain agreements dated November 27, 2013, titled “Master Lease Agreement (South East Region)” and “Master Lease Agreement (Indiana Region)” that were entered into by Defendants and Plaintiffs (the “Master Leases”) are in fact a financing agreements and not true leases, under applicable state laws and as required by Section 365 of Title 11 of the United States Code (the “Bankruptcy Code”), all as more fully described in the Motion; and upon consideration of the Brief in Support of the Motion, Declaration of Trey Blalock, Appendix and all documents annexed to the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided as reflected in the Motion and certificates of service on file in these chapter 11 cases, and it appearing that no other or further notice need be provided; and upon the Court being satisfied based on the representations made in the Motion and supporting documents, that the economic substance of the Master Leases are that of financing agreements and not true leases; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and creditors, and

⁴ All capitalized terms not defined herein shall have the same meaning ascribed to term in the Application.

all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and notice of the Motion appearing to be adequate and appropriate under the circumstances; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that Plaintiffs' Motion for Summary Judgment is **GRANTED** in its entirety; and it is further

ORDERED that the Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion; and it is further

ORDERED that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Court retains jurisdiction with respect to all matters arising from, or related to, the interpretation and implementation of this Order; and it is further

ORDERED that notice of the Motion as provided herein shall be deemed good and sufficient notice of the Motion.

IT IS SO ORDERED.

SIGNED this ____ day of _____ 20__.

JUDGE PRESIDING

EXHIBIT A

(Sorted alphabetically)

	Debtor Name	Case No.	EIN
	4 West Holdings, Inc.	18-30777	9732
	4 West Investors, LLC	18-30778	6021
	Aiken RE, LLC	18-30850	1814
	Ambassador Rehabilitation and Healthcare Center, LLC	18-30879	1636
	Anchor Rehabilitation and Healthcare Center of Aiken, LLC	18-30868	9448
	Anderson RE TX, LLC	18-30774	3630
	Anderson RE, LLC	18-30861	1806
	Ark II Real Estate, LLC	18-30840	3628
	Ark III Real Estate, LLC	18-30847	0121
	Ark Mississippi Holding Company, LLC	18-30788	3765
	Ark Real Estate, LLC	18-30809	6014
	Ark South Carolina Holding Company, LLC	18-30856	0002
	Ark Texas Holding Company, LLC	18-30806	3739
	Battle Ground RE, LLC	18-30825	1818
	Brushy Creek Rehabilitation and Healthcare Center, LLC	18-30884	3292
	Bryan RE, LLC	18-30775	3633
	Burleson RE, LLC	18-30759	1777
	Capstone Rehabilitation and Healthcare Center, LLC	18-30878	7871
	Charlottesville Pointe Rehabilitation and Healthcare Center, LLC	18-30801	4467
	Charlottesville RE, LLC	18-30829	0836
	Cleveland RE, LLC	18-30811	6013
	Clinton RE, LLC	18-30812	8109
	Cobblestone Rehabilitation and Healthcare Center, LLC	18-30869	1612
	Collierville RE, LLC	18-30841	8845
	Columbia RE, LLC	18-30815	8838
	Columbia Rehabilitation and Healthcare Center, LLC	18-30795	6772
	Comfort RE, LLC	18-30764	1902
	Connersville RE, LLC	18-30833	9824
	Corinth RE, LLC	18-30814	1777
	Cornerstone Rehabilitation and Healthcare Center, LLC	18-30800	8841
	Crystal Rehabilitation and Healthcare Center, LLC	18-30807	8842
	Delta Rehabilitation and Healthcare Center of Cleveland, LLC	18-30792	7212
	Descending Dove, LLC	18-30842	8081
	Diboll RE, LLC	18-30766	1939
	Easley RE II, LLC	18-30857	1819
	Easley RE, LLC	18-30854	1817

	Debtor Name	Case No.	EIN
	Edgefield RE, LLC	18-30836	3574
	Farmville RE, LLC	18-30831	3442
	Farmville Rehabilitation and Healthcare Center, LLC	18-30804	4464
	Fleetwood Rehabilitation and Healthcare Center, LLC	18-30888	9615
	Fortress Health & Rehab of Rock Prairie, LLC	18-30765	1314
	Granbury RE, LLC	18-30769	1999
	Great Oaks RE, LLC	18-30819	1731
	Great Oaks Rehabilitation and Healthcare Center, LLC	18-30780	4357
	Greenville RE II, LLC	18-30846	1798
	Greenville RE, LLC	18-30843	1797
	Greenville Rehabilitation and Healthcare Center, LLC	18-30882	3920
	Greenwood RE, LLC	18-30816	1654
	Greer RE, LLC	18-30839	1795
	Greer Rehabilitation and Healthcare Center, LLC	18-30859	9462
	Grenada RE, LLC	18-30821	1623
	Grenada Rehabilitation and Healthcare Center, LLC	18-30786	8843
	Heritage Park Rehabilitation and Healthcare Center, LLC	18-30787	9055
	Hillsville RE, LLC	18-30834	2195
	Hillsville Rehabilitation and Healthcare Center, LLC	18-30808	4463
	Holly Lane Rehabilitation and Healthcare Center, LLC	18-30797	9103
	Holly RE, LLC	18-30830	1816
	Holly Springs RE, LLC	18-30823	1559
	Holly Springs Rehabilitation and Healthcare Center, LLC	18-30789	6524
	Indianola RE, LLC	18-30822	6022
	Indianola Rehabilitation and Healthcare Center, LLC	18-30779	7203
	Italy RE, LLC	18-30761	2086
	Iva RE, LLC	18-30852	1801
	Iva Rehabilitation and Healthcare Center, LLC	18-30874	0384
	Johns Island Rehabilitation and Healthcare Center, LLC	18-30891	4898
	Joy of Bryan, LLC	18-30837	4072
	Lampstand Health & Rehab of Bryan, LLC	18-30767	2002
	Linley Park Rehabilitation and Healthcare Center, LLC	18-30890	0525
	Macon Rehabilitation and Healthcare Center, LLC	18-30880	9644
	Magnified Health & Rehab of Anderson, LLC	18-30773	9060
	Manna Rehabilitation and Healthcare Center, LLC	18-30863	9441
	Marietta RE, LLC	18-30867	1809
	McCormick RE, LLC	18-30864	1808
	McCormick Rehabilitation and Healthcare Center, LLC	18-30873	3193
	Memphis RE, LLC	18-30844	8846
	Midland RE, LLC	18-30832	5138
	Midland Rehabilitation and Healthcare Center, LLC	18-30799	9679
	Moultrie RE, LLC	18-30848	9943

	Debtor Name	Case No.	EIN
	Mountain View Rehabilitation and Healthcare Center, LLC	18-30798	9227
	Natchez RE, LLC	18-30818	6019
	Natchez Rehabilitation and Healthcare Center, LLC	18-30803	6773
	New Ark Master Tenant, LLC	18-30885	7893
	New Ark Operator Holdings, LLC	18-30893	7623
	New Redeemer Health & Rehab of Pickens, LLC	18-30881	5321
	Olive Leaf Holding Company, LLC	18-30845	0129
	Olive Leaf, LLC	18-30866	0001
	Omega Health & Rehab of Greenville, LLC	18-30870	9461
	Orianna Health Systems, LLC	18-30785	5160
	Orianna Holding Company, LLC	18-30784	1323
	Orianna Investment, Inc.	18-30781	1141
	Orianna SC Operator Holdings, Inc.	18-30871	0383
	Palladium Hospice and Palliative Care, LLC	18-30887	1873
	Patewood Rehabilitation and Healthcare Center, LLC	18-30865	9457
	Picayune RE, LLC	18-30827	9749
	Picayune Rehabilitation and Healthcare Center, LLC	18-30793	9183
	Pickens RE II, LLC	18-30862	1823
	Pickens RE, LLC	18-30860	1821
	Piedmont RE, LLC	18-30849	1800
	Poinsett Rehabilitation and Healthcare Center, LLC	18-30876	0713
	Poplar Oaks Rehabilitation and Healthcare Center, LLC	18-30813	4771
	Portland RE, LLC	18-30826	1822
	Provo RE, LLC	18-30835	3568
	Rainbow Rehabilitation and Healthcare Center, LLC	18-30802	4772
	River Falls Rehabilitation and Healthcare Center, LLC	18-30886	9788
	Riverside Rehabilitation and Healthcare Center, LLC	18-30883	3951
	Rock Prairie RE, LLC	18-30772	3636
	Rocky Mount RE, LLC	18-30838	5904
	Rocky Mount Rehabilitation and Healthcare Center, LLC	18-30810	4466
	Roy RE, LLC	18-30817	5142
	Scepter Rehabilitation and Healthcare Center, LLC	18-30872	1630
	Scepter Senior Living Center, LLC	18-30875	1621
	Simpsonville RE II, LLC	18-30858	1804
	Simpsonville RE, LLC	18-30855	1802
	Simpsonville Rehabilitation and Healthcare Center, LLC	18-30889	3564
	Snellville RE, LLC	18-30851	9933
	Southern Oaks Rehabilitation and Healthcare Center, LLC	18-30877	1141
	The Bluffs Rehabilitation and Healthcare Center, LLC	18-30796	9314
	The Ridge Rehabilitation and Healthcare Center, LLC	18-30892	1456

	Debtor Name	Case No.	EIN
	Trinity Mission Health & Rehab of Connersville, LLC	18-30805	8787
	Trinity Mission of Burleson, LLC	18-30762	2585
	Trinity Mission of Comfort, LLC	18-30763	2573
	Trinity Mission of Diboll, LLC	18-30768	2581
	Trinity Mission of Granbury, LLC	18-30771	2582
	Trinity Mission of Italy, LLC	18-30760	2576
	Trinity Mission of Winnsboro, LLC	18-30776	2583
	Utah Valley Rehabilitation and Healthcare Center, LLC	18-30782	9661
	Vicksburg RE, LLC	18-30828	0150
	Victory Rehabilitation and Healthcare Center, LLC	18-30794	9485
	Wadesboro RE, LLC	18-30853	9929
	Wide Horizons RE, LLC	18-30820	5144
	Wide Horizons Residential Care Facility, LLC	18-30790	9387
	Winnsboro RE, LLC	18-30770	2134
	Woodlands Rehabilitation and Healthcare Center, LLC	18-30791	9127
	Yazoo City RE, LLC	18-30824	8844
	Yazoo City Rehabilitation and Healthcare Center, LLC	18-30783	7216

EXHIBIT B

Names of Plaintiffs

4 West Holdings, Inc.
Orianna Health Systems, LLC f/k/a Covenant Dove, LLC
Aiken RE, LLC
Anderson RE, LLC
Ark III Real Estate, LLC
Ark Holding Company, Inc.
Ark Mississippi Holding Company, LLC
Ark Real Estate, LLC
Ark South Carolina Holding Company, LLC
Charlottesville RE, LLC
Cleveland RE, LLC
Clinton RE, LLC
Collierville RE, LLC
Columbia RE, LLC
Connersville RE, LLC
Corinth RE, LLC
Easley RE II, LLC
Easley RE, LLC
Edgefield RE, LLC
Farmville RE, LLC
Great Oaks RE, LLC
Greenville RE II, LLC
Greenville RE, LLC
Greenwood RE, LLC
Greer RE, LLC
Grenada RE, LLC
Hillsville RE, LLC
Holly Springs RE, LLC
Indianola RE, LLC
Iva RE, LLC
Marietta RE, LLC

McCormick RE, LLC

Memphis RE, LLC

Moultrie RE, LLC

Natchez RE, LLC

Orianna Investment, Inc. f/k/a New Ark Investment, Inc.

Orianna Holding Company, LLC f/k/a Covenant Dove Holding Company, LLC

Orianna SC Operator Holdings, Inc. f/k/a New Ark SC Operator Holdings, Inc.

Olive Leaf Holding Company, LLC

Olive Leaf, LLC

Picayune RE, LLC

Pickens RE II, LLC

Pickens RE, LLC

Piedmont RE, LLC

Rocky Mount RE, LLC

Simpsonville RE II, LLC

Simpsonville RE, LLC

Snellville RE, LLC

Vicksburg RE, LLC

Wadesboro RE, LLC

Yazoo City RE, LLC

EXHIBIT C

Names of Defendants

Omega Healthcare Investors, Inc.
OHI Asset RO, LLC
OHI Asset (GA) Moultrie, LLC
OHI Asset (GA) Snellville, LLC
OHI Asset (IN) Connersville, LLC
OHI Asset (MS) Byhalia, LLC
OHI Asset (MS) Cleveland, LLC
OHI Asset (MS) Clinton, LLC
OHI Asset (MS) Columbia, LLC
OHI Asset (MS) Corinth, LLC
OHI Asset (MS) Greenwood, LLC
OHI Asset (MS) Grenada, LLC
OHI Asset (MS) Holly Springs, LLC
OHI Asset (MS) Indianola, LLC
OHI Asset (MS) Natchez, LLC
OHI Asset (MS) Picayune, LLC
OHI Asset (MS) Vicksburg, LLC
OHI Asset (MS) Yazoo City, LLC
OHI Asset (NC) Wadesboro, LP f/k/a OHI Asset (NC) Wadesboro, LLC
OHI Asset (SC) Aiken, LLC
OHI Asset (SC) Anderson, LLC
OHI Asset (SC) Easley Anne, LLC
OHI Asset (SC) Easley Crestview, LLC
OHI Asset (SC) Edgefield, LLC
OHI Asset (SC) Greenville Griffith, LLC
OHI Asset (SC) Greenville Laurens, LLC
OHI Asset (SC) Greenville North, LLC
OHI Asset (SC) Greer, LLC
OHI Asset (SC) Marietta, LLC
OHI Asset (SC) McCormick, LLC
OHI Asset (SC) Pickens East Cedar, LLC

OHI Asset (SC) Pickens Rosemond, LLC

OHI Asset (SC) Piedmont, LLC

OHI Asset (SC) Simpsonville SE Main, LLC

OHI Asset (SC) Simpsonville West Curtis, LLC

OHI Asset (SC) Simpsonville West Broad, LLC

OHI Asset (TN) Bartlett, LLC

OHI Asset (TN) Collierville, LLC

OHI Asset (TN) Memphis, LLC

OHI Asset (VA) Charlottesville, LLC

OHI Asset (VA) Farmville, LLC

OHI Asset (VA) Hillsdale, LLC

OHI Asset (VA) Rocky Mount, LLC